

LEWIS DAVID C
Form 4
February 13, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEWIS DAVID C

2. Issuer Name and Ticker or Trading Symbol
TRACTOR SUPPLY CO /DE/ [TSCO]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
200 POWELL PLACE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2006

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP-Controller & Corp. Sec.

BRENTWOOD, TN 37027

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/10/2006		M	10,668	A \$ 6.4531	10,668	D
Common Stock	02/10/2006		M	6,667	A \$ 3.7344	17,335	D
Common stock						988	I Stock Purchase Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Employee Stock Option	\$ 6.4531	02/10/2006		M		5,334		01/20/2003	01/20/2009	Common stock	5,334 (1)
Employee Stock Option	\$ 6.4531	02/10/2006		M		5,334		01/20/2004	01/20/2009	Common stock	5,334 (1)
Employee Stock Option	\$ 3.7344	02/10/2006		M		6,667		01/26/2005	01/26/2010	Common stock	6,667 (1)
Employee Stock Option	\$ 3.3574							01/25/2005	01/25/2011	Common stock	12,500 (1)
Employee Stock Option	\$ 3.3574							01/25/2006	01/24/2011	Common stock	12,500 (1)
Employee Stock Option	\$ 8.9075							01/24/2003	01/24/2012	Common stock	2,100 (1)
Employee Stock Option	\$ 8.9075							01/24/2005	01/24/2012	Common stock	3,700 (1)
Employee Stock Option	\$ 19.64							01/23/2006	01/23/2013	Common stock	2,940 (1)
Employee Stock Option	\$ 42.65							01/22/2007	01/22/2014	Common stock	2,500
Employee Stock Option	\$ 36.395							02/02/2007	02/02/2015	Common stock	1,875

Employee Stock Option	\$ 36.395				02/02/2008	02/02/2015	Common stock	1,87
Employee Stock Option	\$ 36.395				02/02/2009	02/02/2015	Common stock	1,87
Employee Stock Option	\$ 36.395				02/02/2010	02/02/2015	Common stock	1,87
Employee Stock Option	\$ 61.27	02/09/2006		A	3,333 (1)	02/09/2007	02/09/2016	Common stock 3,333 (1)
Employee Stock Option	\$ 61.27	02/09/2006		A	3,333 (1)	02/09/2008	02/09/2016	Common stock 3,333 (1)
Employee Stock Option	\$ 61.27	02/09/2006		A	3,334 (1)	02/09/2009	02/09/2016	Common stock 3,334 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS DAVID C 200 POWELL PLACE BRENTWOOD, TN 37027			VP-Controller & Corp. Sec.	

Signatures

David C. Lewis 02/13/2006

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Fractional shares are rounded to the closest whole number.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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